

India Globalization Capital, Inc.  
Form 8-K  
March 01, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K  
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CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 24, 2016

INDIA GLOBALIZATION CAPITAL, INC.  
(Exact name of registrant as specified in charter)

Maryland (State or other jurisdiction of incorporation)	001-32830 (Commission File Number)	20-2760393 (I.R.S. Employer Identification No.)
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4336 Montgomery Ave., Bethesda, Maryland 20814  
(Address of principal executive offices) (Zip Code)

(301) 983-0998  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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CURRENT REPORT ON FORM 8-K  
India Globalization Capital, Inc.  
February 24, 2016

Item 3.02 Unregistered Sales of Equity Securities

On February 24, 2016, we entered into the Q4 2016 Stock Purchase Agreement with certain investors relating to the sale and issuance by our company to the investors of an aggregate of 2,142,856 shares of our common stock, for a total purchase price of \$600,000. The offering closed on February 24, 2016 subject to customary closing conditions. The investors will receive restricted common shares of the Company. A form of the Q4 2016 Stock Purchase Agreement is attached as Exhibit 10.1. The investors were unaffiliated purchasers of securities. We will have about 21,108,363 shares outstanding after giving effect to the sale of equity securities. The transaction was not registered under the Securities Act of 1933 in reliance on the exemption provided by Section 4(a)(2) thereof.

On February 25, 2016, we issued a press release announcing the closing of the offering. A copy of the press release is attached as Exhibit 99.1 hereto.

The foregoing description of the securities purchase agreement does not purport to be complete and is qualified in its entirety by reference to the exhibits hereto which are incorporated by reference. Except for the historical information contained herein, this report contains forward-looking statements that involve risk and uncertainties, such as statements related to the anticipated closing of the offering. The risks and uncertainties involved include the risks detailed from time to time in our filings with Securities and Exchange Commission, including our annual report on Form 10-K and quarterly reports on Form 10-Q.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The exhibits listed in the following Exhibit Index are filed as part of this current report.

Exhibit

Number Exhibit Description

10.1 Form of Q4 2016 Stock Purchase Agreement.

99.1 Press release issued by India Globalization Capital, Inc. on February 25, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INDIA GLOBALIZATION CAPITAL, INC.

Date: March 1, 2016

By:

/s/ Ram Mukunda  
Ram Mukunda  
President and Chief Executive  
Officer

Exhibit Index

10.1	<u>Form of Q4 2016 Stock Purchase Agreement</u>
99.1	<u>Press release issued by India Globalization Capital, Inc. on February 25, 2016.</u>

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